

**Before the  
Federal Communications Commission  
Washington, DC 20554**

In the Matter of	)	File No.: EB-12-IH-0194
	)	
Amvensys Capital Group, LLC	)	NAL/ Acct. No.: 201332080012
	)	
	)	FRN: 0020383865

**ORDER**

**Adopted: February 6, 2013**

**Released: February 7, 2013**

By the Chief, Enforcement Bureau:

1. In this Order, we adopt a Consent Decree entered into between the Enforcement Bureau (Bureau) and Amvensys Capital Group, LLC (Amvensys). The Consent Decree terminates the Bureau's investigation into possible violations of Section 214 of the Communications Act of 1934, as amended (Act), and Sections 63.03 and 63.04 of the Commission's rules.<sup>1</sup>

2. A copy of the Consent Decree negotiated by the Bureau and Amvensys is attached hereto and incorporated herein by reference.

3. After evaluating the facts before us and reviewing the terms of the Consent Decree, we find that the public interest would be served by adopting the Consent Decree and terminating the investigation.

4. In the absence of material new evidence relating to this matter, we conclude that our investigation raises no substantial or material questions of fact as to whether Amvensys possesses the basic qualifications, including those related to character, to hold or obtain any Commission license or authority.

5. Accordingly, **IT IS ORDERED** that, pursuant to Sections 4(i) of the Act<sup>2</sup> and Sections 0.111 and 0.311 of the Commission's rules,<sup>3</sup> the Consent Decree attached to this Order **IS ADOPTED**.

6. **IT IS FURTHER ORDERED** that the above-captioned investigation **IS TERMINATED**

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<sup>1</sup> 47 U.S.C. § 214; 47 C.F.R. §§ 63.03, 63.04.

<sup>2</sup> 47 U.S.C. § 154(i).

<sup>3</sup> 47 C.F.R. §§ 0.111, 0.311.

7. **IT IS FURTHER ORDERED** that a copy of this Order and Consent Decree shall be sent by first class mail and certified mail, return receipt requested, to John J. Heitmann, Counsel for Amvensys Capital Group, LLC, Kelley Drye & Warren LLP, 3050 K Street, NW, Washington, DC 20007.

FEDERAL COMMUNICATIONS COMMISSION

P. Michele Ellison  
Chief  
Enforcement Bureau

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Amvensys Capital Group, LLC	)	NAL/ Acct. No.: 201332080012
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**CONSENT DECREE**

1. The Enforcement Bureau of the Federal Communications Commission and Amvensys Capital Group, LLC by their authorized representatives hereby enter into this Consent Decree for the purposes of terminating the Bureau's investigation into whether Amvensys violated of Section 214 of the Communications Act of 1934, as amended, and Sections 63.03 and 63.04 of the Commission's rules.<sup>1</sup>

**I. DEFINITIONS**

2. For the purposes of this Consent Decree, the following definitions shall apply:
- (a) "Act" means the Communications Act of 1934, as amended, 47 U.S.C. § 151 *et seq.*
  - (b) "Adopting Order" means an Order of the Bureau adopting the terms of this Consent Decree without change, addition, deletion, or modification.
  - (c) "Amvensys" or "Company" means Amvensys Capital Group, LLC and its affiliates, subsidiaries, predecessors-in-interest, and successors-in-interest.
  - (d) "Bureau" means the Enforcement Bureau of the Federal Communications Commission.
  - (e) "Commission" and "FCC" mean the Federal Communications Commission and all of its bureaus and offices.
  - (f) "Communications Laws" means collectively, the Act, the Rules, and the published and promulgated orders and decisions of the Commission to which Amvensys is subject by virtue of its business activities.
  - (g) "Compliance Plan" means the plan described in this Consent Decree at paragraph 13.
  - (h) "Covered Employees" means all employees and agents of Amvensys who perform, or supervise, oversee, or manage the performance of, duties that relate to Amvensys's responsibilities under the Communication Laws, including the Section 214 Rules.
  - (i) "Effective Date" means the date on which the Bureau releases the Adopting Order.

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<sup>1</sup> 47 U.S.C. § 214; 47 C.F.R. §§ 63.03, 63.04.

- (j) “Investigation” means the investigation initiated by the Bureau in File No. EB-12-IH-0194 regarding possible violations of the Section 214 Rules.
- (k) “Operating Procedures” means the standard, internal operating procedures and compliance policies established by Amvensys to implement the Compliance Plan.
- (l) “Parties” means Amvensys and the Bureau, each of which is a “Party.”
- (m) “Rules” means the Commission’s regulations found in Title 47 of the Code of Federal Regulations.
- (n) “Section 214 Rules” means Section 214 of the Act and other Communications Laws governing the construction, acquisition, or operation of lines of communication, including any Rules implementing Section 214 and any related Commission orders.

## II. BACKGROUND

3. Section 214 of the Act requires telecommunications carriers to obtain a certificate of public convenience and necessity from the Commission before constructing, acquiring, operating, or engaging in transmission over lines of communications, and before discontinuing, reducing, or impairing service to a community.<sup>2</sup> In accordance with Sections 63.03 of the Rules, any “substantial” transfer of control of a carrier’s domestic lines or of domestic Section 214 authority requires application to and prior approval from the Commission.<sup>3</sup> Section 63.04 of the Rules sets forth the information that must be included in domestic transfer of control applications.<sup>4</sup>

4. Amvensys is a Texas limited liability company.<sup>5</sup> Amvensys is the direct parent of Unity Telecom, LLC f/k/a dPi Teleconnect, LLC (Unity).<sup>6</sup> Unity holds blanket domestic Section 214 authority by operation of the Rules;<sup>7</sup> and provides local and long distance services on a resale basis to residential customers in 31 states.<sup>8</sup>

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<sup>2</sup> See 47 U.S.C. § 214(a). The Commission granted all carriers blanket authority under Section 214 to provide domestic interstate services and to construct, acquire, or operate any domestic transmission line. *Implementation of Section 402(b)(2)(A) of the Telecomm. Act of 1996*, Report and Order in CC Docket No. 97-11, Second Memorandum Opinion and Order in AAD File No. 98-43, 14 FCC Rcd 11364, 11365–66, para. 2 (1999) (*Section 402 Implementation Order*). This authority does not extend to the provision of international services. See *id.*

<sup>3</sup> See 47 C.F.R. § 63.03. A transfer of control of domestic lines or of a domestic Section 214 authority is considered “substantial” if it results in a change in ultimate ownership or control of those lines or that authority. See 47 C.F.R. § 63.03(d).

<sup>4</sup> See 47 C.F.R. § 63.04.

<sup>5</sup> See Letter from John J. Heitmann, Esq. and Joan M. Griffin, Esq., Kelley Drye & Warren LLP, Counsel for Amvensys Capital Group, LLC, to Marlene Dortch, Secretary, Federal Communications Commission, at 2 (filed July 13, 2012, in EB-12-IH-0194) (LOI Response).

<sup>6</sup> *Id.* at 5.

<sup>7</sup> See 47 C.F.R. § 63.01 (2004); see also *Section 402 Implementation Order* (granting all carriers blanket authority under Section 214 to provide domestic interstate services and to construct, acquire, or operate any domestic transmission line).

<sup>8</sup> *Application Filed for the Transfer of Control of dPi Teleconnect, LLC to Amvensys Capital Group, LLC, f/k/a Amvensys Telecom Holdings, LLC*, WC Docket No. 12-32, Public Notice, DA 12-175 (rel. Feb. 9, 2012).

5. On November 17, 2009, Amvensys acquired Unity from Rent-A-Center East, Inc. (RAC).<sup>9</sup> Amvensys and RAC failed to obtain Commission consent to transfer its Section 214 authorization from Unity to Amvensys prior to its consummation.

6. On February 3, 2012, Amvensys and Unity filed an application, pursuant to Section 63.03 of the Rules, requesting Commission consent to transfer its Section 214 authorization from Unity to Amvensys.<sup>10</sup> Amvensys and Unity also filed an application for special temporary authority (STA) to continue providing domestic telecommunications services,<sup>11</sup> which the Commission's Wireline Competition Bureau (WCB) granted on February 9, 2012.<sup>12</sup> WCB then referred the matter to the Bureau for investigation. On February 7, 2013, WCB approved the application to transfer control of Unity to Amvensys.<sup>13</sup>

7. On June 15, 2012, EB commenced an investigation by sending a letter of inquiry (LOI) to Amvensys regarding its transaction with RAC.<sup>14</sup> Amvensys filed its response on July 13, 2012.<sup>15</sup> The parties thereafter entered into settlement discussions.

### III. TERMS OF AGREEMENT

8. **Adopting Order.** The Parties agree that the provisions of this Consent Decree shall be subject to final approval by the Bureau by incorporation of such provisions by reference in the Adopting Order.

9. **Jurisdiction.** Amvensys agrees that the Bureau has jurisdiction over it and the matters contained in this Consent Decree and that the Bureau has the authority to enter into and adopt this Consent Decree.

10. **Effective Date; Violations.** The Parties agree that this Consent Decree shall become effective on the Effective Date. Upon release, the Adopting Order and this Consent Decree shall have the same force and effect as any other Order of the Commission. Any violation of the Adopting Order or of the terms of this Consent Decree shall constitute a separate violation of a Commission Order, entitling the Bureau to exercise any rights and remedies attendant to the enforcement of a Commission Order.

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<sup>9</sup> *Id.* at 4.

<sup>10</sup> dPi Teleconnect, LLC, Application for Consent *Nunc Pro Tunc* to Transfer Control of a Company Holding Blanket Domestic Section 214 Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 12-32 (filed Feb. 3, 2012) (*Transfer of Control Application*).

<sup>11</sup> See *Domestic 214 Application Filed for the Transfer of Control of dPi Teleconnect, LLC to Amvensys Capital Group, LLC, f/k/a Amvensys Telecom Holdings, LLC*, WC Docket No. 12-32, Request for Special Temporary Authority at 2-3 (filed Feb. 8, 2012).

<sup>12</sup> See *Domestic Section 214 Authorization Granted*, WC Docket No. 12-32, Public Notice, DA 13-133 at n.1 (rel. Feb. 7, 2013).

<sup>13</sup> *Id.*

<sup>14</sup> See Letter from Theresa Z. Cavanaugh, Chief, Investigations & Hearings Division, Enforcement Bureau, FCC, to Mr. John Heitmann, Esq. and Ms. Joan M. Griffin, Esq., Kelley Drye & Warren LLP, Counsel for Amvensys Capital Group, LLC, dated June 15, 2012 (LOI).

<sup>15</sup> See Letter from Mr. John Heitmann, Esq. and Ms. Joan M. Griffin, Esq., Counsel for Amvensys Capital Group, LLC, Kelley Drye & Warren LLP, to Marlene Dortch, Secretary, Federal Communications Commission, dated July 13, 2012 (LOI Response).

11. **Termination of Investigation.** In express reliance on the covenants and representations in this Consent Decree and to avoid further expenditure of public resources, the Bureau agrees to terminate its Investigation. In consideration for the termination of said Investigation, Amvensys agrees to the terms, conditions, and procedures contained herein. The Bureau further agrees that, in the absence of new material evidence, the Bureau will not use the facts developed in this Investigation through the Effective Date, or the existence of this Consent Decree, to institute, on its own motion, any new proceeding, formal or informal, or take any action on its own motion against Amvensys concerning the matter that was the subject of the Investigation. The Bureau also agrees that in the absence of new material evidence it will not use the facts developed in the Investigation through the Effective Date, or the existence of this Consent Decree, to institute on its own motion any proceeding, formal or informal, or take any action on its own motion against Amvensys with respect to Amvensys's basic qualifications, including its character qualifications, to be a Commission licensee or hold Commission authority.

12. **Compliance Officer.** Within thirty (30) calendar days after the Effective Date, Amvensys shall designate a senior corporate manager with the requisite corporate and organizational authority to serve as a Compliance Officer and to discharge the duties set forth below. The person designated as the Compliance Officer shall be responsible for developing, implementing, and administering the Compliance Plan and ensuring that Amvensys complies with the terms and conditions of the Compliance Plan and this Consent Decree. In addition to the general knowledge of the Communications Laws necessary to discharge his/her duties under this Consent Decree, the Compliance Officer shall have specific knowledge of the Section 214 Rules prior to assuming his/her duties.

13. **Compliance Plan.** For purposes of settling the matters set forth herein, Amvensys agrees that it shall, within sixty (60) calendar days after the Effective Date, develop and implement a Compliance Plan designed to ensure future compliance with the Communications Laws, including the Section 214 Rules, and with the terms and conditions of this Consent Decree. The Compliance Plan shall include, without limitation, the following components:

- (a) **Operating Procedures.** Within sixty (60) calendar days after the Effective Date, Amvensys shall establish Operating Procedures that all Covered Employees shall follow to help ensure Amvensys's compliance with the Section 214 Rules. Amvensys's Operating Procedures shall include internal procedures and policies specifically designed to ensure that Amvensys complies with the Section 214 Rules. Amvensys shall also develop a Compliance Checklist that describes the steps that a Covered Employee must follow to ensure compliance with those Rules.
- (b) **Compliance Manual.** Within sixty (60) calendar days after the Effective Date, the Compliance Officer shall develop and distribute a Compliance Manual to all Covered Employees. The Compliance Manual shall explain the Section 214 Rules and set forth the Operating Procedures that Covered Employees shall follow to help ensure Amvensys's compliance with those Rules. Amvensys shall periodically review and revise the Compliance Manual as necessary to ensure that the information set forth therein remains current and accurate. Amvensys shall distribute any revisions to the Compliance Manual promptly to Covered Employees. The Compliance Manual will require personnel, including Covered Employees, to contact Amvensys's Compliance Officer and, if appropriate, regulatory legal counsel, with any questions or concerns that arise with respect to Amvensys's obligations under the Section 214 Rules.

- (c) **Compliance Training Program.** Amvensys shall establish and implement a Compliance Training Program on compliance with the Section 214 Rules and the Operating Procedures. As part of the Compliance Training Program, Covered Employees shall be advised of Amvensys's obligation to report any noncompliance with the Section 214 Rules under paragraph 14 of this Consent Decree and shall be instructed on how to disclose noncompliance to the Compliance Officer. All Covered Employees shall be trained pursuant to the Compliance Training Program within sixty (60) calendar days after the Effective Date, except that any person who becomes a Covered Employee at any time after the Effective Date shall be trained within thirty (30) calendar days after the date such person becomes a Covered Employee. Amvensys shall repeat the compliance training on an annual basis, and shall periodically review and revise the Compliance Training Program as necessary to ensure that it remains current and complete and to enhance its effectiveness.
- (d) **Termination Date.** The requirements of this Compliance Plan shall expire twenty-four (24) months after the Effective Date.

14. **Reporting Noncompliance.** Amvensys shall report any noncompliance with the Section 214 Rules and with the terms and conditions of this Consent Decree within fifteen (15) calendar days after discovery of such noncompliance. Such reports shall include a detailed explanation of (i) each instance of noncompliance; (ii) the steps that Amvensys has taken or will take to remedy such noncompliance; (iii) the schedule on which such remedial actions will be taken; and (iv) the steps that Amvensys has taken or will take to prevent the recurrence of any such noncompliance. All reports of noncompliance shall be submitted to the Chief, Investigations and Hearings Division, Enforcement Bureau, Federal Communications Commission, Room 3-C330, 445 12th Street, SW, Washington, DC 20554, with a copy submitted electronically to Theresa Z. Cavanaugh at [Terry.Cavanaugh@fcc.gov](mailto:Terry.Cavanaugh@fcc.gov), Pamela S. Kane at [Pamela.Kane@fcc.gov](mailto:Pamela.Kane@fcc.gov), William Kehoe at [William.Kehoe@fcc.gov](mailto:William.Kehoe@fcc.gov), and Pam Slipakoff at [Pam.Slipakoff@fcc.gov](mailto:Pam.Slipakoff@fcc.gov). The reporting obligations set forth in this paragraph shall expire twenty-four (24) months after the Effective Date.

15. **Compliance Reports.** Amvensys shall file Compliance Reports with the Commission ninety (90) calendar days after the Effective Date, twelve (12) months after the Effective Date, and twenty-four (24) months after the Effective Date.

- (a) Each Compliance Report shall include a detailed description of Amvensys's efforts during the relevant period to comply with the terms and conditions of this Consent Decree and the Section 214 Rules. In addition, each Compliance Report shall include a certification by the Compliance Officer, as an agent of and on behalf of Amvensys, stating that the Compliance Officer has personal knowledge that Amvensys (i) has established and implemented the Compliance Plan; (ii) has utilized the Operating Procedures since the implementation of the Compliance Plan; and (iii) is not aware of any instances of noncompliance with the terms and conditions of this Consent Decree, including the reporting obligations set forth in paragraph 14 of this Consent Decree.
- (b) The Compliance Officer's certification shall be accompanied by a statement explaining the basis for such certification and shall comply with Section 1.16 of the



Rules<sup>16</sup> and be subscribed to as true under penalty of perjury in substantially the form set forth in Section 1.16.

- (c) If the Compliance Officer cannot provide the requisite certification, the Compliance Officer, as an agent of and on behalf of Amvensys, shall provide the Commission with a detailed explanation of the reason(s) why and describe fully (i) each instance of noncompliance; (ii) the steps that Amvensys has taken or will take to remedy such noncompliance, including the schedule on which proposed remedial actions will be taken; and (iii) the steps that Amvensys has taken or will take to prevent the recurrence of any such noncompliance, including the schedule on which such preventive action will be taken.
- (d) All Compliance Reports shall be submitted to the Chief, Investigations and Hearings Division, Enforcement Bureau, Federal Communications Commission, Room 4-C330, 445 12th Street, SW, Washington, DC 20554, with a copy submitted electronically to Theresa Z. Cavanaugh at Terry.Cavanaugh@fcc.gov, Pamela S. Kane at Pamela.Kane@fcc.gov, William Kehoe at William.Kehoe@fcc.gov, and Pam Slipakoff at Pam.Slipakoff@fcc.gov.

16. **Section 208 Complaints; Subsequent Investigations.** Nothing in this Consent Decree shall prevent the Commission or its delegated authority from adjudicating complaints filed pursuant to Section 208 of the Act<sup>17</sup> against Amvensys or its affiliates for alleged violations of the Act, or for any other type of alleged misconduct, regardless of when such misconduct took place. The Commission's adjudication of any such complaint will be based solely on the record developed in that proceeding. Except as expressly provided in this Consent Decree, this Consent Decree shall not prevent the Commission from investigating new evidence of noncompliance by Amvensys with the Communications Laws.

17. **Voluntary Contribution.** Amvensys agrees that it will make a voluntary contribution to the United States Treasury in the amount of seven thousand dollars (\$7,000) within thirty (30) calendar days after the Effective Date. Amvensys shall also send electronic notification of payment to Theresa Z. Cavanaugh at Terry.Cavanaugh@fcc.gov, Pamela S. Kane at Pamela.Kane@fcc.gov, William Kehoe at William.Kehoe@fcc.gov, and Pam Slipakoff at Pam.Slipakoff@fcc.gov on the date said payment is made. The payment must be made by check or similar instrument, wire transfer, or credit card, and must include the NAL/Account number and FRN referenced above. Regardless of the form of payment, a completed FCC Form 159 (Remittance Advice) must be submitted.<sup>18</sup> When completing the FCC Form 159, enter the Account Number in block number 23A (call sign/other ID) and enter the letters "FORF" in block number 24A (payment type code). Below are additional instructions regarding the form of payment:

- Payment by check or money order must be made payable to the order of the Federal Communications Commission. Such payments (along with the completed Form 159) must be mailed to Federal Communications Commission, P.O. Box 979088, St. Louis, MO 63197-

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<sup>16</sup> 47 C.F.R. § 1.16.

<sup>17</sup> 47 U.S.C. § 208.

<sup>18</sup> An FCC Form 159 and detailed instructions for completing the form may be obtained at <http://www.fcc.gov/Forms/Form159/159.pdf>.



9000, or sent via overnight mail to U.S. Bank – Government Lockbox #979088, SL-MO-C2-GL, 1005 Convention Plaza, St. Louis, MO 63101.

- Payment by wire transfer must be made to ABA Number 021030004, receiving bank TREAS/NYC, and Account Number 27000001. To complete the wire transfer and ensure appropriate crediting of the wired funds, a completed Form 159 must be faxed to U.S. Bank at (314) 418-4232 on the same business day the wire transfer is initiated.
- Payment by credit card must be made by providing the required credit card information on FCC Form 159 and signing and dating the Form 159 to authorize the credit card payment. The completed Form 159 must then be mailed to Federal Communications Commission, P.O. Box 979088, St. Louis, MO 63197-9000, or sent via overnight mail to U.S. Bank – Government Lockbox #979088, SL-MO-C2-GL, 1005 Convention Plaza, St. Louis, MO 63101.

Questions regarding payment procedures should be addressed to the Financial Operations Group Help Desk by phone, 1-877-480-3201, or by e-mail, [ARINQUIRIES@fcc.gov](mailto:ARINQUIRIES@fcc.gov).

18. **Waivers.** Amvensys waives any and all rights it may have to seek administrative or judicial reconsideration, review, appeal, or stay, or to otherwise challenge or contest the validity of this Consent Decree and the Adopting Order, provided the Bureau issues the Adopting Order as defined in this Consent Decree. Amvensys shall retain the right to challenge Commission interpretation of the Consent Decree or any terms contained herein. If either Party (or the United States on behalf of the Commission) brings a judicial action to enforce the terms of the Adopting Order, neither Amvensys nor the Commission shall contest the validity of the Consent Decree or the Adopting Order, and Amvensys shall waive any statutory right to a trial *de novo*. Amvensys hereby agrees to waive any claims it may otherwise have under the Equal Access to Justice Act,<sup>19</sup> relating to the matters addressed in this Consent Decree.

19. **Invalidity.** In the event that this Consent Decree in its entirety is rendered invalid by any court of competent jurisdiction, it shall become null and void and may not be used in any manner in any legal proceeding.

20. **Subsequent Rule or Order.** The Parties agree that if any provision of the Consent Decree conflicts with any subsequent rule or order adopted by the Commission (except an order specifically intended to revise the terms of this Consent Decree to which Amvensys does not expressly consent) that provision will be superseded by such Commission rule or order.

21. **Successors and Assigns.** Amvensys agrees that the provisions of this Consent Decree shall be binding on its successors, assigns, and transferees.

22. **Final Settlement.** The Parties agree and acknowledge that this Consent Decree shall constitute a final settlement between the Parties. The Parties further agree that this Consent Decree does not constitute either an adjudication on the merits or a factual or legal finding or determination regarding any compliance or noncompliance with the requirements of the Communications Laws.

23. **Modifications.** This Consent Decree cannot be modified without the advance written consent of both Parties.

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<sup>19</sup> See 5 U.S.C. § 504; 47 C.F.R. Part 1, Subpart K.

24. **Paragraph Headings.** The headings of the paragraphs in this Consent Decree are inserted for convenience only and are not intended to affect the meaning or interpretation of this Consent Decree.

25. **Authorized Representative.** The individual signing this Consent Decree on behalf of Amvensys represents and warrants that he is authorized by Amvensys to execute this Consent Decree and to bind Amvensys to the obligations set forth herein. The FCC signatory represents that she is signing this Consent Decree in her official capacity and that she is authorized to execute this Consent Decree.

26. **Counterparts.** This Consent Decree may be signed in counterpart (including by facsimile). Each counterpart, when executed and delivered, shall be an original, and all of the counterparts together shall constitute one and the same fully executed instrument.

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P. Michele Ellison  
Chief  
Enforcement Bureau

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Date

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Greg S. Blair  
SVP, General Counsel  
Amvensys Capital Group, LLC

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Date